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*NOT ADMITTED TO THE NEW YORK BAR

MEMO ENDORSED

November 12, 2012

By E-Mail and ECF

Hon. Richard J. Sullivan
Daniel Patrick Moynihan United States Courthouse
500 Pearl Street
New York, NY 10007-1312

*Q-Med AB v. HA North American Sales AB, Medicis Aesthetics Holdings Inc., and
Medicis Pharmaceutical Corp., No. 12-8071*

Dear Judge Sullivan:

We represent Defendants HA North American Sales AB, Medicis Aesthetics Holdings Inc., and Medicis Pharmaceutical Corp. in the above-captioned matter filed November 7, in which Plaintiff Q-Med AB seeks to preliminarily enjoin a merger between Defendant Medicis Pharmaceutical Corp. and a third party. I write pursuant to 1(D) of the Court's Individual Practices to request, with Plaintiff's consent, leave to file opposition papers in excess of the Court's usual limits and to request an adjournment of the oral argument currently scheduled for December 3 to another suitable date because of an unmovable personal commitment that I describe below.

Defendants respectfully request permission to file an opposition memorandum of law, supporting declarations, and exhibits that moderately extend the limits set forth in the Court's Individual Practices due to the range of issues presented by Plaintiff's motion for a preliminary injunction. (Individual Practices 2(B); 2(H).) Such

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Hon. Richard J. Sullivan

2

issues include analysis of the differences among the pharmaceutical products that are alleged by Plaintiff to be directly competitive with the products that it licenses to Defendants; the financial condition of Valeant and whether it provides a basis for Plaintiff to withhold consent under the Agreements that govern the commercial relations between the parties; the parties' discussions concerning each of these matters; and the harm that will be suffered by Defendants in the event a preliminary injunction is entered. Specifically:

- Defendants request leave to file a memorandum of law no longer than 35 pages. Plaintiff does not oppose this request, provided that Plaintiff be given leave to file a reply not to exceed 15 pages (a request to which Defendants do not object).
- Instead of five declarations of no more than ten pages each, as permitted by the Court's Individual Practices, Defendants request leave to file up to 6 declarations, although those six declarations will not total more than the 50 declaration pages permitted under the Court's Individual Practices. Plaintiff does not oppose this request.
- Defendants request leave to file up to 25, rather than 15, exhibits in support of their opposition. We note that Plaintiff has attached a total of 33 exhibits to its 3 support declarations. Plaintiff does not oppose this request.

Additionally, I respectfully request that the Court adjourn the oral argument currently scheduled for December 3. (Nov. 8 Order, at 1.) Unfortunately, I am unavailable on that date. I was recently elected a member of the Harvard Corporation, the senior governing body of Harvard University. My initial in-person meeting, which I have committed to attend, is scheduled for December 3. Although I am mindful of Plaintiff's view that this matter is exigent, as we have informed Plaintiff, the parties to the merger will not close the transaction earlier than December 10, the first business day after the December 7 shareholder vote. Based on this representation, Plaintiff has graciously consented to my request to move the hearing. All parties are available for a hearing on November 27 or November 28, if the Court wishes to move up the date. (I cannot be present on either November 29 or November 30, as I will be out of the country for my daughter's wedding.) If the Court cannot accommodate those dates, all parties are available on December 5 or December 6. There have been no prior requests for adjournment of the hearing.

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Hon. Richard J. Sullivan

3

I am available at the Court's convenience to discuss any of the foregoing.

Respectfully submitted,

Theodore V. Wells Jr. JS

Theodore V. Wells, Jr.

cc: Jyotin Hamid, Esq.
Jeremy N. Klatell, Esq.

The oral argument scheduled for December 3, 2012 is adjourned until Wednesday, December 5, 2012 at 5:00 p.m. The parties' request to extend the lengths of their submissions and to increase the number of their exhibits and declarations is HEREBY GRANTED.

SO ORDERED

Dated:

11/12/12

[Signature]
RICHARD J. SULLIVAN
U.S.D.J.